

PROFFERS

TMG Solutions Plaza Land, L.P. PCA 2010-PR-022

August 18, 2016

Pursuant to Section 15.2-2303(A) of the Code of Virginia (1950, as amended) and Section 18-204 of the Zoning Ordinance of Fairfax County (1978, as amended), and subject to the Board of Supervisors approval of the requested Proffered Condition Amendment application 2010-PR-022 on property identified on the Fairfax County 2016 tax maps as Tax Map 29-3 ((15)) 7A2, 7C2, 7G pt., 7H pt., 7J, and 7K (collectively, the "Property"), the property owner and Applicant, for themselves and their successors and/or assigns (referred to hereafter, both collectively and, where appropriate, individually as the "Applicant"), hereby proffer that the development of the Property shall be subject to approved proffers dated December 21, 2015, which shall remain in full force and effect except as amended below.

PROPOSED DEVELOPMENT

5D. Revised as Follows:

A maximum of 1,995,610 square feet of GFA on the Property may be allocated to office uses and/or other high trip generating uses. For the purposes of these Proffers, "other high trip generating uses" shall include a retail sales establishment with greater than 58,000 square feet of GFA, a health club with greater than 63,000 square feet of GFA, and/or a theatre with greater than 45,000 square feet of GFA. Notwithstanding what is shown on the Development Tabulations, the Applicant reserves the flexibility to convert up to 85,000 square feet of space designated for Residential Use in Blocks A and B to Office Use, provided such conversion is shown on an approved FDP or site plan and the overall maximum of 1,995,610 square feet of GFA of office and/or other high trip generating uses on the Property is maintained.

Paragraphs 5A, 5B, 5C, and 5E remain unchanged.

[SIGNATURES BEGIN ON NEXT PAGE]

APPLICANT/CO-TITLE OWNER OF
TAX MAP 29-3 ((15)) 7A2, 7C2, 7G PT., 7H PT., 7J, 7K

TMG SOLUTIONS PLAZA LAND, L.P.,
a Delaware limited partnership

By: Meridian Realty Partners I GP, L.L.C.,
a Delaware limited liability company,
as its general partner

By: Gary E. Block
Its: Managing Director

By: G. David Cheek
Its: President

(SIGNATURES CONTINUE ON NEXT PAGE)

CO-TITLE OWNER OF TAX MAP
TAX MAP 29-3 ((15)) 7A2, 7C2, 7G PT., 7H PT., 7J, 7K

THE BORO I DEVELOPER, L.P.,
a Delaware limited partnership

By: Meridian Realty Partners I GP, L.L.C.,
a Delaware limited liability company,
as its general partner

By: Gary E. Block
Its: Managing Director

By: G. David Cheek
Its: President

(SIGNATURES CONTINUE ON NEXT PAGE)

CO-TITLE OWNER OF TAX MAP
TAX MAP 29-3 ((15)) 7A2, 7C2, 7G PT., 7H PT., 7J, 7K

THE BORO I-C DEVELOPER, L.L.C.,
a Delaware limited partnership

By: Meridian Realty Partners I GP, L.L.C.,
a Delaware limited liability company,
as its manager

By: Gary E. Block
Its: Managing Director

By: G. David Cheek
Its: President

(SIGNATURES CONTINUE ON NEXT PAGE)

CO-TITLE OWNER OF TAX MAP
TAX MAP 29-3 ((15)) 7A2, 7C2, 7G PT., 7H PT., 7J, 7K

THE BORO II DEVELOPER, L.P.,
a Delaware limited partnership

By: Meridian Realty Partners I GP, L.L.C.,
a Delaware limited liability company,
Its general partner

By: Gary E. Block
Its: Managing Director

By: G. David Cheek
Its: President

(SIGNATURES CONTINUE ON NEXT PAGE)

CO-TITLE OWNER OF TAX MAP
TAX MAP 29-3 ((15)) 7A2, 7C2, 7G PT., 7H PT., 7J, 7K

THE BORO II-C DEVELOPER, L.P.,
a Delaware limited partnership

By: Meridian Realty Partners I GP, L.L.C.,
a Delaware limited liability company,
Its general partner

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By: G. David Cheek
Its: President

(SIGNATURES END)